

OCT 29 '03 12:59 FR FORD MOTOR CREDIT

5592610246 TO 918002777777

0330360194

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

Shelia Hirsch 559-281-1545

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Pacific Corp & Title Services
914 "S" Street
Sacramento, CA 95814
P6-0001-155-5

1489409

FILED
SACRAMENTO, CA
OCT 28, 2003 AT 1547
KEVIN SHELLEY
SECRETARY OF STATE

THE ABOVE SPACE IS FOR FILER'S OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one of the names (1a or 1b) - do not abbreviate or use initials

1a. ORGANIZATION'S NAME

Lewis Family Enterprises, Inc.

OR 1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2a. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

909 Capitol Expy

San Jose

Ca

95136

3a. JURISDICTION

ADDITIONAL INFO RE ORGANIZATION DEBTOR

1c. TYPE OF ORGANIZATION

2. JURISDICTION OF ORGANIZATION

3c. ORGANIZATION D.B.A. if any

Corporation

California

C2561145

NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one of the names (2a or 2b) - do not abbreviate or use initials

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

3a. JURISDICTION

ADDITIONAL INFO RE ORGANIZATION DEBTOR

3c. TYPE OF ORGANIZATION

4. JURISDICTION OF ORGANIZATION

3d. ORGANIZATION D.B.A. if any

NONE

3. SECURED PARTY'S NAME (a) NAME of TOTAL ASSIGNOR of ASSIGNOR EPI - Insert only one of the names (3a or 3b)

3a. ORGANIZATION'S NAME

Ford Motor Credit Company

OR 3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

8365 N Fresno St Ste 280

Fresno

Ca

93720

4. THIS FINANCING STATEMENT covers the following types of property of collateral now owned or hereafter acquired by Debtor(s):

- 1) Equipment, furniture, machinery, demonstrator and service vehicles, supplies and other goods of every kind.
- 2) Motor vehicles, tractors, trailers, implements, service parts, and accessories and other inventory of every kind and any accessions thereto.
- 3) Accounts, instruments, chattel paper, general intangibles, contract rights, documents and supporting obligations thereto.
- 4) Fixtures located at the above address and at any other address from which the above debtor conducts business now or in the future.

5. ALTERED THE INFORMATION IN THE STATEMENT	6. DEBTOR'S SIGNATURE	7. CREDITOR'S SIGNATURE	8. BAKER/BALOR	9. MILLER/BLVD	10. AS. LIEN	11. NON-UCF FILING
12. FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 03/22/02)	13. FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 03/22/02)	14. FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 03/22/02)	15. FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 03/22/02)	16. FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 03/22/02)	17. FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 03/22/02)	18. FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 03/22/02)

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EXHIBIT D